Malcolm M. Mitchell, Jr. (VSB No. 18098) **Objection Deadline: 2/6/09**Vorys, Sater, Seymour and Pease LLP **Hearing: 2/13/09 @ 10:00 a.m.**

277 South Washington Street, Suite 310

Alexandria, VA 22314 Telephone: 703-837-6999 Facsimile: 703-549-4492

Email: MMMitchell@vorys.com

and

Tiffany Strelow Cobb (OH-0067516) Vorys, Sater, Seymour and Pease LLP 52 East Gay Street Columbus, Ohio 43215

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Counsel for Platform-A Inc.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

	X	
.)	O1 1.1
In re:)	Chapter 11
CIRCUIT CITY STORES, INC., et al.,)	Case No. 08-35653-KRH
Deltaria)	Tainalas Administras d
Debtors.)	Jointly Administered
)	Judge Kevin R. Huennekens
	X	

MOTION OF PLATFORM-A INC. FOR PAYMENT OF <u>ADMINISTRATIVE EXPENSE CLAIM</u>

Platform-A Inc., formerly known as Advertising.com ("Platform-A" or "Movant"), respectfully moves the Court pursuant to Sections 364 and 503 of title 11 of the United States

Code (the "Bankruptcy Code") to compel payment of Platform-A's administrative claim. In support of this Motion, Platform-A states as follows:

BACKGROUND

- 1. On or about February 13, 2008, Platform-A and one or more of the above-captioned debtors ("Circuit City" or "Debtors") entered into that certain Add-on Insertion Order Contract (the "Search I/O Agreement") for, among other things, search placement delivered by Platform-A on behalf of Circuit City using Platform-A's Search Engine Service.
- 2. On or about October 20, 2008, Platform-A and Circuit City entered into certain display Insertion Orders for November 2008 and December 2008 (the "Display Agreements").
- 3. Post-petition, Platform-A and Circuit City entered into the following advertising agreements: a) Add On Insertion Order #00429 between Platform-A and Circuit City, dated December 22, 2008; and b) Insertion Order #00453 between Platform-A and Circuit City, dated January 8, 2009 (the "Post-Petition Agreements").
- 4. The Search I/O Agreement, the Display Agreements, and the Post-Petition Agreements are collectively referred to as the Platform-A Agreements.¹
- 5. On November 10, 2008 (the "Petition Date"), Debtors commenced the Bankruptcy Cases by filing their voluntary petitions (the "Petitions") for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Virginia (the "Court").

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¹ Due to the proprietary and confidential nature of the Platform-A Agreements, Platform-A did not attach copies to this Motion. Circuit City is presumably in possession of the Agreements; if not, Movants will provide a copy upon request. Moreover, and to the extent necessary, Movants can provide the Agreements to the Court for *in camera* review or file the Agreements under seal.

- 6. From and after the Petition Date, the Debtors have managed their affairs as debtors-in-possession.
- 7. Pursuant to the Platform-A Agreements, Platform-A provided certain post-petition advertising services to Circuit City (the "Post-Petition Services"). Specifically, from the Petition Date through January 16, 2009, Platform-A provided Post-Petition Services to the Debtors totaling at least \$5,177,126.17, thereby providing a benefit to the Debtors' estate. See Exhibits A, B and C (Invoices for Post-Petition Services).
- 8. The amounts owed by Circuit City to Platform-A for the Post-Petition Services were actual, necessary costs and expenses of preserving the Debtors' estate and are unsecured debts incurred by Circuit City in the ordinary course of its business.
- 9. Payment of the first set of the invoices for the Post-Petition Services was due on or before January 22, 2009 (the "Past Due Invoices"). See Exhibit A. As of January 23, 2009, Circuit City has failed to pay Platform-A on account of the Past Due Invoices, notwithstanding Circuit City's assurances that payments would be made timely. See Exhibit A. The Past Due Invoices total \$1,846,868.73. Id.
- 10. Subsequent invoices for additional Post-Petition Services reflect due dates of February 12, 2009 and February 19, 2009. <u>See Exhibits B and C. Invoices for Post-Petition Services due on February 12, 2009 total an additional \$2,890,194.25. <u>See Exhibit B. The remaining invoices for Post-Petition Services totaling \$440,063.19 are not due until February 19, 2009. See Exhibit C.</u></u>
- 11. To the extent that Circuit City pays Platform-A in whole or in part on account of the Post-Petition Services prior to the February 13, 2009 omnibus hearing date, Platform-A will amend the relief sought in this Motion to reflect such payment(s).

JURISDICTION

12. The Court has jurisdiction over this matter under Sections 157 and 1334 of Title 28 of the United States Code ("Title 28"). This is a core proceeding pursuant to Section 157(b)(2) of Title 28. The venue of this case and this Motion is proper under Sections 1408 and 1409 of Title 28.

RELIEF REQUESTED

13. Pursuant to Sections 364(a) and 503(b)(1)(A) of the Bankruptcy Code, Platform-A is entitled to the allowance of an administrative claim for the Post-Petition Services provided to the Debtors (the "Administrative Claim"). Accordingly, Platform-A respectfully requests that this Court enter an order allowing the Administrative Claim and requiring Debtors to promptly pay Platform-A on account of this Administrative Claim.

ARGUMENT

- 14. Section 503(b)(1)(A) of the Bankruptcy Code expressly provides that an administrative claim "shall be allowed" for "the actual, necessary costs and expenses of preserving the estate." 11 U.S.C. § 503(b)(1)(A). Further, unsecured debt that a debtor in possession incurs in the ordinary course of business is allowable under Section 503(b)(1) as an administrative expense. 11 U.S.C. § 364(a).
- 15. Courts generally apply a two-part test in determining whether a claimant such as Platform-A is entitled to payment of administrative expenses: "(1) the claim must arise out of a post-petition transaction between the creditor and the debtor-in-possession (or trustee) and (2) the consideration supporting the claimant's right to payment must be supplied to and beneficial to the debtor-in-possession in the operation of the business." <u>Devan v. Simon</u>

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DeBartolo Group, L.P. (In re Merry-Go-Round Enters., Inc.), 180 F.3d 149, 157 (4th Cir.1998);

In re Baseline Sports, Inc., 393 B.R. 105, 130 (Bankr. E.D. Va. 2008).

16. Here, the two-part test is readily satisfied. Platform-A and Circuit City

continued to engage in business as usual in accordance with the Platform-A Agreements.

Further, they entered into post-petition agreements, Add-on Insertion Order Contracts on

December 22, 2008, and January 8, 2009, pursuant to which Platform-A continued to provide

needed advertising services to Circuit City. The Debtors' estate received direct and indirect

benefits from the Post-Petition Services. Moreover, the amounts owed by Circuit City to

Platform-A for the Post-Petition Services were actual, necessary costs and expenses of

preserving the Debtors' estate and are unsecured debts incurred by Circuit City in the ordinary

course of its business. Therefore, Platform-A is entitled to an administrative claim on account of

the Post-Petition Services.

CONCLUSION

WHEREFORE, Platform-A LLC respectfully requests that the Court enter an order

allowing the Administrative Claim for \$5,177,126.17; requiring Debtors to immediately pay

Platform-A on account of the Administrative Claim; and granting such further and other relief as

the Court deems just and proper.

DATED: January 23, 2009

Respectfully submitted,

/s/ Malcolm M. Mitchell, Jr.

Malcolm M. Mitchell, Jr. (VSB No. 18098)

Vorys, Sater, Seymour and Pease LLP

277 South Washington Street, Suite 310

Alexandria, Virginia 22314

5

E-mail: mmmitchell@vorys.com

and

Tiffany Strelow Cobb, Esq. (OH-0067516) Vorys, Sater, Seymour, and Pease LLP 52 East Gay Street Columbus, Ohio 43216 Phone: (614) 464-8322

Fax: (614) 719-4663 E-mail: tscobb@vorys.com

Counsel for Platform-A Inc.

CERTIFICATE OF SERVICE

I hereby certify that on January 23, 2009, a true and complete copy of the foregoing Motion Of Platform-A Inc. For Payment Of Administrative Expense Claim was served by either First Class Mail, postage prepaid and/or by electronic delivery to all of the parties on the attached Service List in accordance with the Order entered in this case on November 13, 2008, *Establishing Certain Notice, Case Management, and Administrative Procedures*.

/s/ Malcolm M. Mitchell, Jr.

Malcolm M. Mitchell, Jr. (VSB No. 18098) Vorys, Sater, Seymour and Pease LLP 277 South Washington Street, Suite 310 Alexandria, VA 22314

Telephone: 703-837-6999 Facsimile: 703-549-4492

Counsel for Platform-A Inc.

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To:
Circuit City
Chrystal Pope
CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV33706

Date: 12/23/2008

Payment Terms: Net 30

IO Number: 1-D7CKY

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates	Payment Due Date
Mark Failla		11/10/2008 to 11/30/2008	01/22/2009

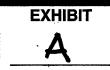
Quantity		Description	Unit Price	Ext. Price
,	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Branded, Circuit City Branded	\$5410.95000	\$5,410.95
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Branded, Circuit City Branded	\$270547.44000	\$270,547.44
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Non Branded, Circuit City Non Branded	\$228677.38000	\$228,677.38
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Non Branded, Circuit City Non Branded	\$1143386.89000	\$1,143,386.89

POST

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$1,648,022.66





To:
Circuit City
Chrystal Pope
CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV33708

Date: 12/23/2008

Payment Terms: Net 30

IO Number: 1-D7CKY

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates	Payment Due Date
Mark Failla		11/10/2008 to 11/30/2008	01/22/2009

Quantity		Description	Unit Price	Ext. Price
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Search Admin B2B	\$0.00000	\$0.00
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Search Admin B2B	\$5435.29000	\$5,435.29

Post

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$5,435.29



Circuit City Chrystal Pope CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV33710

Date: 12/23/2008

Payment Terms: Net 30

IO Number: 1-D7CKY

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates	Payment Due Date
Mark Failla		11/10/2008 to 11/30/2008	01/22/2009

Quantity		Description	Unit Price	Ext. Price
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City B2C	\$1587.69000	\$1,587.69
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City B2C	\$7938.44000	\$7,938.44

POST

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$9,526.13



To:
 Circuit City
 Chrystal Pope
 CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV33712

Date: 12/23/2008

Payment Terms: Net 30

IO Number: 1-D7CKY

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates	Payment Due Date
Mark Failla		11/10/2008 to 11/30/2008	01/22/2009

Quantity		Description	Unit Price	Ext. Price
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Bankruptcy Terms	\$10.51000	\$10.51
	1	SEARCH ENGINE SERVICES 11/10/2008 - 11/30/2008 Circuit City, Circuit City Bankruptcy Terms	\$525.27000	\$525.27

POST

Please make checks payable 1

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$535.78



Circuit City Julie Borill CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: IN

nber: INV33697 Date: 12/22/2008

Payment Terms: Net 30

IO Number: 1-B24Y9

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates		Payment Due Date
Mark Failla		11/10/2008 to	11/29/2008	01/21/2009

Quantity	Description	Unit Price	Ext. Price
138,570	WEB NETWORK 11/10/2008 - 11/29/2008 Circuit City, Circuit City CPC	\$0.86000	\$119,170.20
7,130,963	WEB NETWORK 11/10/2008 - 11/29/2008 Circuit City, Circuit City Pointroll	\$0.00900	\$64,178.67

Post

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$183,348.87



City CPC

To:

Circuit City Julie Borill CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice: INV33774

Date: 01/13/2009

Payment Terms: Net 30

IO Number: 1-B24Y9 FIN#: 52-2121493

Send Payment to:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep Mark Failla		Client Ref. #	Campaign Flight Dates	Payment Due Date	
			11/30/2008 to 01/03/2009	02/12/2009	
Quantity	Des	scription		Unit Price	Ext. Price
13,333,333	11/3	NETWORK 30/2008 - 01/03/200 Pointroll	09 Circuit City, Circuit	\$0.00900	\$120,000.00
209,302		NETWORK 30/2008 - 01/03/200	09 Circuit City, Circuit	\$0.86000	\$179,999.72

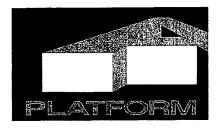
Total Due

\$299,999.72

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions please call Accounting at 410-244-1370

THANK YOU FOR YOUR BUSINESS

EXHIBIT



City Search Admin B2B

To:

Circuit City Chrystal Pope CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice: INV33776

Date: 01/13/2009

Payment Terms: Net 30 IO Number: 1-D7CKY

FIN#: 52-2121493

Send Payment to:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep Mark Failla		Client Ref. # Campaign Flight Dates		Payment Due Date	
			12/01/2008 to 12/10/2008	02/12/2009	
Quantity	Des	scription		Unit Price	Ext. Price
1	12/0	RCH ENGINE SER 01/2008 - 12/10/200 Search Admin B2	08 Circuit City, Circuit	\$0.00000	\$0.00
1	-	RCH ENGINE SER 01/2008 - 12/10/200	VICES 08 Circuit City, Circuit	\$2649.24000	\$2,649.24

Total Due

\$2,649.24

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions please call Accounting at 410-244-1370



Circuit City Chrystal Pope CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice: INV33813

Date: 01/13/2009

Payment Terms: Net 30 IO Number: 1-D7CKY

FIN#: 52-2121493

Send Payment to:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep		Client Ref. #	Client Ref. # Campaign Flight Dates		Payment Due Date	
Mark Failla			12/01/2008 to 12/31/2008		02/12/2009	
Quantity	De	escription			Unit Price	Ext. Price
	•	ARCH ENGINE SERVI 01/2008 - 12/31/2008		,	380269.29000	\$380,269.29
	12	ARCH ENGINE SERVIO /01/2008 - 12/31/2008 y Bankruptcy Terms			\$1112.89000	\$1,112.89
		RCH ENGINE SERVIO /01/2008 - 12/31/2008		•	901346.47000	\$1,901,346.47
	12	RCH ENGINE SERVIO /01/2008 - 12/31/2008 y Branded			\$5629.81000	\$5,629.81
	12	RCH ENGINE SERVIO /01/2008 - 12/31/2008 y Branded		•	281490.65000	\$281,490.65
	•	RCH ENGINE SERVIO /11/2008 - 12/31/2008 B		City	\$0.00000	\$0.00



Circuit City Chrystal Pope CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice: INV33813

Date: 01/13/2009

Payment Terms: Net 30 IO Number: 1-D7CKY

FIN#: 52-2121493

Send Payment to:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep Mark Failla		p Client Ref. #	Client Ref. # Campaign Flight Dates		Payment Due Date	
			12/01/2008 to 1	12/31/2008	02/12/2009	
Quantity		Description			Unit Price	Ext. Price
		EARCH ENGINE SER\ 12/01/2008 - 12/31/200 City B2B			\$4419.10000	\$4,419.10
		EARCH ENGINE SER\ 12/01/2008 - 12/31/200 City B2C			\$2209.14000	\$2,209.14
	,	EARCH ENGINE SER\ 12/01/2008 - 12/31/200 City B2C			\$11045.68000	\$11,045.68
	,	EARCH ENGINE SER\ 12/01/2008 - 12/31/200 City Bankruptcy Terms	08 Circuit City, Circuit		\$22.26000	\$22.26

Total Due

\$2,587,545.29

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions please call Accounting at 410-244-1370



Circuit City Julie Borill CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV34196

Date: 01/20/2009

Payment Terms: Net 30

IO Number: 1-B24Y9

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep. Client Ref. #		Campaign Flight Dates	Payment Due Date	
Mark Failla		01/04/2009 to 01/16/2009	02/19/2009	

Quantity	Description	Unit Price	Ext. Price
4,471,591	WEB NETWORK 01/04/2009 - 01/16/2009 Circuit City, Circuit City CPC, Circuit City Pointroll	\$0.00900	\$40,244.32
70,287	WEB NETWORK 01/04/2009 - 01/16/2009 Circuit City, Circuit City CPC,Circuit City Pointroll	\$0.86000	\$60,446.82

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$100,691.14

THANK YOU FOR YOUR BUSINESS

EXHIBIT C



To:
 Circuit City
 Chrystal Pope
 CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV34197

Date: 01/20/2009

Payment Terms: Net

Ment Terms: Net 30
IO Number: 1-D7CKY

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates	Payment Due Date
Mark Failla		01/01/2009 to 01/16/2009	02/19/2009

Quantity	Description	Unit Price	Ext. Price
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/16/2009 Circuit City, Circuit City Non Branded, Circuit City Non Branded	\$41397.72000	\$41,397.72
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/16/2009 Circuit City, Circuit City Non Branded, Circuit City Non Branded	\$206988.60000	\$206,988.60
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/16/2009 Circuit City, Circuit City Branded, Circuit City Branded	\$1744.80000	\$1,744.80
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/16/2009 Circuit City, Circuit City Branded, Circuit City Branded	\$87239.90000	\$87,239.90
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/07/2009 Circuit City, Circuit City B2B, Circuit City B2B	\$0.00000	\$0.00
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/07/2009 Circuit City, Circuit City B2B, Circuit City B2B	\$1328.12000	\$1,328.12
1	SEARCH ENGINE SERVICES 01/01/2009 - 01/16/2009 Circuit City, Circuit City Bankruptcy Terms	\$13.19000	\$13.19



To:
Circuit City
Chrystal Pope
CC Direct, 9954 Mayland Drive

Plymouth, VA 23233 USA

Invoice

Invoice Number: INV34197

Date: 01/20/2009

Payment Terms: Net 30
IO Number: 1-D7CKY

FIN#: 52-2121493

SEND PAYMENT TO:

Advertising.com, Inc. 24143 Network Place Chicago, IL 60673-1241

Advertising.com Rep.	Client Ref. #	Campaign Flight Dates	Payment Due Date
Mark Failla		01/01/2009 to 01/16/2009	02/19/2009

description Description	Quantity	Description	Unit Price	Ext. Price
-------------------------	----------	-------------	------------	------------

1 SEARCH ENGINE SERVICES 01/01/2009 - 01/16/2009 Circuit City, Circuit City Bankruptcy Terms \$659.72000

\$659.72

Please make checks payable to: Advertising.com, Inc. and send to address listed above. Make sure to include your invoice # on your check. Finance charges of 1.5% will accrue on a monthly basis on accounts 30 days past due. If you have any questions, please call Accounting at 410-244-1370

Total Due

\$339,372.05